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December 17, 2024

Company Name	freee K.K.
Representative	Daisuke Sasaki, CEO and Representative Director
Code No.	4478, Tokyo Stock Exchange Growth
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### **Announcement Regarding Issuance of New Restricted Shares**

freee K.K. (the "Company") announces that, at the Board of Directors' meeting held today, the Board of Directors made the decision to issue new restricted shares (the "New Share Issuance") as follows.

#### **1. Overview of the Share Issuance**

(1) Pay-in date	January 16, 2025
(2) Type and number of shares to be issued	42,417 common shares of the Company
(3) Issue price of shares	JPY 3,230 per share
(4) Total issue price	JPY 137,006,910
(5) Allottees	11,457 shares to be allocated to 9 employees of the Company 30,960 shares to be allocated to 2 officers and employees of a subsidiary of the Company
(6) Other	The New Share Issuance is subject to the effectiveness of a securities registration statement under the Financial Instruments and Exchange Act.

#### **2. Purposes and reasons of the New Share Issuance**

Pursuant to a resolution at a Board of Directors meeting held today, the Company granted 9 of its employees and 2 of officers and employees of a subsidiary of the Company who satisfy certain requirements (the "Eligible Allottees") monetary receivables (In case the Eligible Allottee is an officer of a subsidiary of the Company, the monetary compensation receivables; same hereinafter) of JPY 137,006,910 in total, in the case of employees of the Company, from the Company, and in the case of officers and employees of a subsidiary of the Company, from a subsidiary of the Company, for the purpose of motivating officers and employees of the Company and its subsidiaries to work for sustainable growth of the Company's corporate value and promoting a greater sense of shared value with our shareholders. On this basis, the Company, at the Board of Directors meeting, further decided to allocate 42,417 common shares of the Company through the New Share Issuance ("Allocated Shares") for the purpose of the total monetary receivables of JPY137,006,910 to be paid as property

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contributed in kind (the amount of the monetary receivables paid per share: JPY 3,230). In order to encourage medium-/long-term continuous service of the Eligible Allottees, the Allocated Shares are subject to a transfer restriction for a period defined by the Board of Directors (the "Transfer Restriction Period").

The Eligible Allottees will pay-in all of the monetary receivables paid as property contributed in kind and take up common shares allocated by the Company through the New Share Issuance. The New Share Issuance is subject to a restricted share allocation agreement signed between the Company and the Eligible Allottees. Overview of the restricted share allocation agreement (the "Restricted Share Allocation Agreement") is as provided below.

The Allocated Shares will be allocated only to the Eligible Allottees who wish to take up the shares.

#### Overview of the Restricted Share Allocation Agreement

##### (1) Transfer Restriction Period

The Eligible Allottees shall not transfer, pledge as collateral, or otherwise dispose of the Allocated Shares during the Transfer Restriction Period.

##### (2) Conditions subsequent

The transfer restriction of all Allocated Shares will be lifted as of expiration of the Transfer Restriction Period upon condition that the Eligible Allottees continue to serve in the status of officers or employees at the Company (when the Eligible Allottee is an officer or an employee of a subsidiary of the Company, officers or employees of the Company or a subsidiary of the Company).

##### (3) Uncompensated acquisition by the Company

Upon expiration of the Transfer Restriction Period, the Company may automatically acquire all Allocated Shares for which the transfer restriction has not been lifted without providing compensation.

##### (4) Management of Shares

The Allocated Shares shall be managed in a dedicated account for restricted shares established by the Eligible Allottees at Daiwa Securities Co. Ltd. in order to prevent the Allocated Shares from being transferred, pledged as collateral, or otherwise disposed of during the Transfer Restriction Period.

##### (5) Reorganizations

In the event a merger agreement in which the Company becomes a dissolved company, or a share exchange agreement, share transfer plan, or any other matters of reorganization with which the Company becomes a wholly owned subsidiary is approved by the General Meeting of Shareholders (or the Board of Directors where approval of the General Meeting of Shareholders is not required in a relevant reorganization case), the Board of Directors of the Company shall lift the transfer restriction on the number of the Allocated Shares reasonably calculated as of the moment immediately prior to the business day prior to the effective date of such reorganization.

### **3. Basis and Details of Calculation of the Pay-in Amount**

The New Share Issuance will be funded by monetary receivables paid to the Eligible Allottees as property contributed in kind. In order to exclude arbitrariness with regard to the pay-in amount, the closing price of the common shares of the Company on Tokyo Stock Exchange on December 16, 2024 (the business day before the resolution at the Board of Directors), which is JPY 3,230, is taken as the pay-in amount. The amount is the market price immediately prior to the date of the Board of Directors meeting resolution and the Company believes it appropriately and reasonably reflects the Company's corporate value and is not a price particularly favorable to the Eligible Allottees unless there is any special

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circumstance suggesting that dependence on the latest stock price is inappropriate.